

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:

STEVE & BARRY'S MANHATTAN LLC, et al.

Debtors.

Chapter 11

Case No. 08-12579 (ALG)

(Jointly Administered)

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**ORDER AUTHORIZING THE EMPLOYMENT OF COOLEY GODWARD KRONISH
LLP AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS NUNC PRO TUNC TO JULY 21, 2008**

Upon the application (the "Application"),¹ dated August 14, 2008, of the Official Committee of Unsecured Creditors (the "Committee") of Steve & Barry's Manhattan LLC, et al. (collectively, the "Debtors"), to retain Cooley Godward Kronish LLP ("Cooley") as its counsel, *nunc pro tunc* to July 21, 2008, pursuant to § 1103 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2014 of the Federal Rules of Bankruptcy Procedure and Rule 2014-1 of the Local Rules; and it appearing that the Court has jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and due notice of the Application having been provided to the Office of the United States Trustee, counsel for the Debtors, counsel to the Debtors' secured lenders, and any party having filed with the Court a request for notice, and it appearing that no other or further notice need be provided; and it appearing that Cooley is qualified to represent the Committee and that Cooley represents no interest adverse to the Debtors, their creditors or the Debtors' estates in the matters upon which it is to be engaged, and it appearing that Cooley's employment is necessary and would be in the best interest of the Debtors' estates and their creditors, and no adverse interests are represented

¹ Any capitalized term not defined herein shall have the meaning ascribed to it in the Application.

requiring notice; and upon the affidavit of Cathy Hershcopf, a member of Cooley; and upon all of the proceedings had before the Court, it is hereby

ORDERED, that the Committee is authorized to employ Cooley as its counsel *nunc pro tunc* to July 21, 2008; and it is further

ORDERED, that Cooley shall comply with the Interim Compensation Order entered by this Court; and it is further

ORDERED, that the compensation of Cooley for services rendered to the Committee shall be fixed by this Court after due application to this Court based upon contemporaneous time records and hearing pursuant to §§ 330 and 331 of the Bankruptcy Code and the rules of this Court.

Dated: New York, NY
August 26, 2008

/s/ Allan L. Gropper
HONORABLE ALLAN L. GROPPER,
UNITED STATES BANKRUPTCY JUDGE